

ARTICLES OF INCORPORATION

OF

HAPPY MADISON, INC.

FILED

FEB 27 1996

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION LAW, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is HAPPY MADISON, INC.

SECOND: The corporation shall have authority to issue Ten Thousand shares of One Dollar (\$1.00) par value common stock.

All of such shares shall have unlimited voting rights and shall carry the right to participate on a pro rata basis in any distribution of net assets upon dissolution of the corporation.

The Board of Directors shall have the right to determine any further preferences, limitations and the relative rights of any class of shares before the issuance of any shares of that class, or any series within a class before the issuance of any shares of that series.

THIRD: The address of the initial registered office of the corporation is 18 Crystal Avenue, Derry, NH 03038, and the name of its initial registered agent at such address is Scott J. Sandler.

FOURTH: The name and address of each incorporator is:

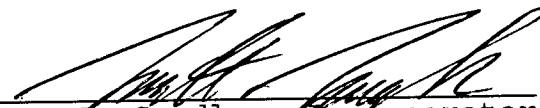
<u>Name</u>	<u>Address</u>
Scott J. Sandler	18 Crystal Avenue Derry, NH 03038

FIFTH: The capital stock will be sold or offered for sale within the meaning of New Hampshire RSA Chapter 421-B.

SIXTH: To the fullest extent now or hereafter permitted by law, no director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action or failure to take action as a director or officer. No amendment or repeal of this article shall have any effect on any right or protection of any director or officer for or with respect to acts or omissions occurring prior to such amendment or repeal.

SEVENTH: The name and address of the sole initial director is Adam R. Sandler, 101 Madeline Road, Manchester, NH 03104.

EIGHTH: The Corporation is authorized to engage in any activities that corporations are authorized to engage in under the New Hampshire Business Corporation Act, RSA Chapter 293-A.



Scott J. Sandler, Incorporator

Dated: February 26, 1996